

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.¹)
Debtors.) Case No. 01-01139 (JKF)
) (Jointly Administered)
) Re: Docket Nos.: 21020, 21167 and 21902
) Objection Deadline: _____, 2009
Hearing Date: Proposed June 18, 2009 at 1:00 p.m.

**PLAN PROPONENTS' MOTION FOR LEAVE FROM THIS COURT'S SCHEDULING
ORDER AND TO SHORTEN NOTICE PERIOD ON PLAN PROPONENTS' MOTION
TO STRIKE THE EXPERT REPORTS AND EXCLUDE TESTIMONY OF
GEORGE L. PRIEST AND JAMES B. SHEIN**

The Plan Proponents hereby move this Court pursuant to Del. Bankr. L.R. 9006-1(e), Rule 9006(c) of the Bankruptcy Rules and section 102 of the Bankruptcy Code, for leave from this Court's Scheduling Order and to shorten the notice period with respect to the "Plan Proponents' Joint Motion in Limine to Strike the Expert Report and Testimony of George L. Priest and James B. Shein" (Docket Nos. 21020 and 21167) (the "Motion"), so that the Motion may be heard at the June 18, 2009 Phase I pretrial hearing and setting the Objection Deadline on

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circé Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

the Motion for a time convenient to the Court. In support of this Motion, the Plan Proponents respectfully represent as follows:

1. Several of the insurers (the “Objecting Insurers”) who have objected to the proposed First Amended Plan of Reorganization (the “Plan”) have submitted “expert” reports that are either unreliable or improperly offer legal opinions.

2. The expert report of Professor Priest was served on March 31, 2009, and his deposition took place on May 7, 2009. The expert report of Professor Shein was served on March 16, 2009, and his deposition took place on May 14, 2009. On May 15, 2009, several of the Objecting Insurers listed Professors Priest and Shein as Phase I witnesses on their final Phase I witness lists.

3. Phase I of the Confirmation hearing is set to commence on June 22, 2009. In order to avoid the uncertainty regarding the status of these witnesses that may be associated with this pending Motion and avoid undue travel, preparation and other burdens on the witnesses, this Court, and all parties involved, this motion should be heard before the Phase I Confirmation Hearing commences. Therefore, the Plan Proponents hereby move to shorten the time for hearing so that this Motion to Strike may be heard at the June 18, 2009 Phase I pretrial hearing.

4. Bankruptcy Rule 9006(c) provides that when an act is required to be done within a specified time by the Bankruptcy Rules “the court for cause shown may in its discretion with or without motion or notice order the period reduced.” Similarly, Del. Bankr. LR 9006-1(e) provides in pertinent part that “no motion will be scheduled on less notice than required by these Rules or the Fed. R. Bankr. P. except by Order of the Court, on written motion specifying the exigencies justifying shortened notice.”

5. Accordingly, the Plan Proponents file this motion seeking an Order of this Court for leave of the Scheduling Order and shortening the notice period prescribed by Del. Bankr. LR

9006-1(c) to enable the Plan Proponents' Motion to be heard by the Court at the June 18, 2009 Phase I pretrial hearing and for the Court to establish the deadline to object to the Motion at a time convenient for the Court.

6. Given the nature of the relief requested, the Plan Proponents respectfully submit that the limited notice described above is appropriate, as is leave from the Scheduling Order.

WHEREFORE, the Plan Proponents respectfully request the entry of an Order (i) granting the Plan Proponents leave from the Scheduling Order, (ii) shortening the notice period with respect to the Motion, (iii) setting the objection deadline on the Motion for a convenient time to the Court, and (iv) scheduling the Motion for the June 18, 2009 Phase I pretrial hearing.

Dated: May 28, 2009

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